

RECORDATION NO. 21198-D, EK
FILED

FEB 3 '98 1-25 PM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 3, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of each of the following secondary documents: two Bills of Sale, dated as of February 3, 1998, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Lease Agreement previously filed with the Board under Recordation Number 21198.

The names and addresses of the parties to the enclosed documents are:

Bill of Sale

Seller: JAIX Leasing Company
980 North Michigan Avenue, Suite 1000
Chicago, Illinois 60611

Purchaser: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313

Counterparts - Betty Jones

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Bill of Sale

Seller: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313

E → Purchaser: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

A description of the railroad equipment covered by each Bill of Sale is:

ninety (90) Auto-Flood Cars bearing SEFX reporting marks and road numbers set forth on the Schedule attached hereto.

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures

BILL OF SALE

FEB 3 '98

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KNOW ALL MEN BY THESE PRESENTS:

THAT the undersigned, NorRail, Inc. ("SELLER"), is the owner of the full legal and beneficial title to that certain rail equipment described in Exhibit A hereto together with all appliances, parts, appurtenances, accessories, and other equipment and property incorporated, installed in or on or attached to said equipment (collectively, the "Equipment").

THAT for and in consideration of the sum of One U.S. Dollar and other good and valuable consideration, SELLER does this ____ of _____, grant, convey, transfer, sell, deliver, and set over all of SELLER'S right, title and interest in and to the Equipment unto FIRST SECURITY BANK NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee ("BUYER") under the Trust Agreement dated as of 25th day of November 1997 between it and Pitney Bowes Credit Corporation, and to BUYER'S successors, permitted transferees and permitted assigns forever.

THAT SELLER hereby warrants to BUYER, its successor, permitted transferees and permitted assigns that there is hereby conveyed to and vested in BUYER good title to the Equipment, free and clear of any claims, liens, security interests, encumbrances, or rights of others of any nature whatsoever ("Liens") arising from, through or under SELLER.

This Bill of Sale will be governed by the laws of the State of New York.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed and delivered as of the 3 day of February, 1998.

NORRAIL, INC.

By 

Name Printed George W. Calver
Title Vice President & General Manager

NORRAIL, INC.

By 

Name Printed ANDREW BARANOWSKY
Title ASSISTANT TREASURER

1. SEFX096009
2. SEFX096010
3. SEFX096019
4. SEFX096021
5. SEFX096024
6. SEFX096025
7. SEFX096034
8. SEFX096041
9. SEFX096064
10. SEFX096068
11. SEFX096069
12. SEFX096071
13. SEFX096076
14. SEFX096086
15. SEFX096095
16. SEFX096097
17. SEFX096111
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19. SEFX096119
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